

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

24 HOUR FITNESS WORLDWIDE, INC.,  
*et al.*,

Chapter: 11

Case No. 20-11558 (KBO)  
(Jointly Administered)

Debtors.<sup>1</sup>

**DECLARATION OF BRYA M. KEILSON, IN SUPPORT OF COMBINED SIXTH  
MONTHLY AND FINAL FEE APPLICATION OF MORRIS JAMES LLP, CO-  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD OF JUNE 26, 2020 THROUGH AND INCLUDING DECEMBER 29, 2020**

I, Brya M. Keilson, under penalty of perjury, declare as follows:

1. I am counsel at the firm of Morris James LLP (“Morris James”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”).
2. I have read the foregoing *Combined Sixth Monthly and Final Fee Application of Morris James LLP, Co-Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the Period of June 26, 2020 through and including December 29, 2020* and know the contents thereof. The same contents are true to the best of my knowledge, except as to matters therein alleged to be upon information and belief, and as to those matters, I believe them to be true. I have personally performed many of the legal services rendered by Morris James and am thoroughly familiar with all other work performed on behalf of the Committee by the attorneys and paraprofessionals in Morris James.

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1 The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are 24 Hour Holdings II LLC (N/A); 24 Hour Fitness Worldwide, Inc. (5690); 24 Hour Fitness United States, Inc. (8376); 24 Hour Fitness USA, Inc. (9899); 24 Hour Fitness Holdings LLC (8902); 24 San Francisco LLC (3542); 24 New York LLC (7033); 24 Denver LLC (6644); RS FIT Holdings LLC (3064); RS FIT CA LLC (7007); and RS FIT NW LLC (9372). The Debtors’ corporate headquarters and service address is 12647 Alcosta Boulevard., Suite 500, San Ramon, California 94583.

3. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Section 504 of the Title 11, United States Code, no agreement or understanding exists between Morris James and any other person for the sharing of compensation to be received in connection with the above-captioned case.

4. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, this Application complies with Local Rule 2016-2.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on January 14, 2021

/s/ Brya M. Keilson  
Brya M. Keilson